

ELECTRONICALLY FILED
SEPTEMBER 25, 2006

1 STUTMAN, TREISTER & GLATT, P.C.
2 FRANK A. MEROLA
3 (CA State Bar No. 136934)
4 EVE H. KARASIK
5 (CA State Bar No. 155356)
6 ANDREW M. PARLEN
7 (CA State Bar No. 230429)
8 1901 Avenue of the Stars, 12th Floor
9 Los Angeles, CA 90067
10 Telephone: (310) 228-5600
11 Facsimile: (310) 228-5788
12 E-mail: fmerola@stutman.com
13 ekarasik@stutman.com
14 aparlen@stutman.com

SHEA & CARLYON, LTD.
JAMES PATRICK SHEA
(Nevada State Bar No. 000405)
CANDACE C. CARLYON, ESQ.
(Nevada State Bar No. 002666
SHLOMO S. SHERMAN, ESQ.
(Nevada State Bar No. 009688)
233 South Fourth Street, Second Floor
Las Vegas, Nevada 89101
Telephone: (702) 471-7432
Facsimile: (702) 471-7435
E-mail: jshea@sheacarlyon.com
ccarlyon@sheacarlyon.com
ssherman@sheacarlyon.com

9 *Counsel for the Official Committee of Equity Security Holders of USA Capital First Trust Deed Fund, LLC*

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

12	In re: USA COMMERCIAL MORTGAGE COMPANY Debtor) BK-S-06-10725-LBR)
13	In re: USA CAPITAL REALTY ADVISORS, LLC, Debtor) BK-S-06-10726-LBR)
14	In re: USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, Debtor) BK-S-06-10727-LBR)
15	In re: USA CAPITAL FIRST TRUST DEED FUND, LLC, Debtor.) BK-S-06-10728-LBR)
16	In re: USA SECURITIES, LLC, Debtor.) BK-S-06-10729-LBR)
17	Affects)
18	<input type="checkbox"/> All Debtors)
19	<input type="checkbox"/> USA Commercial Mortgage Co.) Date: N/A
20	<input type="checkbox"/> USA Securities, LLC) Time: N/A
21	<input type="checkbox"/> USA Capital Realty Advisors, LLC)
22	<input type="checkbox"/> USA Capital Diversified Trust Deed)
23	<input checked="" type="checkbox"/> USA Capital First Trust Deed Fund, LLC)
24)

SECOND COVER SHEET APPLICATION FOR ALLOWANCE AND PAYMENT OF
MONTHLY INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES TO
SHEA & CARLYON, LTD., SPECIAL (LOCAL) COUNSEL TO THE OFFICIAL
COMMITTEE OF EQUITY SECURITY HOLDERS OF USA CAPITAL FIRST TRUST DEED
FUND, LLC (AFFECTS USA CAPITAL FIRST TRUST DEED FUND, LLC)

1 Shea & Carlyon, Ltd. ("SC"), special (Nevada) counsel for the Official Committee of
 2 Equity Security Holders of USA Capital First Trust Deed Fund, LLC (the "FTDF
 3 Committee"), hereby submits this Second Cover Sheet Application for Allowance and Payment of
 4 Monthly Interim Compensation and Reimbursement of Expenses to Shea & Carlyon, Ltd., Special
 5 (Local) Counsel to the Official Committee of Equity Security Holders of USA Capital First Trust
 6 Deed Fund, LLC (the "Application"), and respectfully represents as follows:
 7

8 1. SC hereby applies to the Court for allowance and payment of interim
 9 compensation for services rendered and reimbursement of expenses incurred during the
 10 period commencing August 1, 2006 and ending August 31, 2006 (the "Application Period").

11 2. SC's fees for services rendered in the Application Period total \$52,809.00,
 12 representing 204.54 hours expended during that period. SC's expenses incurred in the
 13 Application Period total \$1,305.93. SC seeks allowance and payment of interim
 14 compensation for fees in the amount of \$42,247.20, representing 80% of the fees for services
 15 rendered during the Application Period, plus \$1,305.93, representing 100% of the expenses
 16 incurred during that period, for a total award of **\$43,553.13**.

17 3. Attached as **Exhibit "1"** hereto is the name of each professional who
 18 performed services in connection with this case during the Application Period and the hourly
 19 rate for each such professional. Attached as **Exhibit "2"** hereto is a summary of the expenses
 20 incurred during the Application Period. Detailed chronological schedules of both the time
 21 expended by SC professionals during the Application Period, as well as expenses incurred
 22 during that period, are attached hereto as **Exhibits "3"** and **"4"**, respectively.

23 4. This Application is being served electronically upon the Office of the United
 24 States Trustee, the Debtors, the Debtors' restructuring professionals, the Debtors' counsel,
 25
 26
 27
 28

1 and counsel for each of the official committees appointed in these cases. In addition, this
2 Application is being served by mail upon the individual members of the FTDF Committee.

3 5. Pursuant to this Court's Administrative Order Establishing Procedures for
4 Interim Compensation and Reimbursement of Expenses of Professionals entered on August
5 29, 2006, USA Capital First Trust Deed Fund, LLC (the "FTDF") is authorized to make the
6 payment requested herein without a further hearing or order of the Court unless an objection
7 to this Application is served upon SC on or before October 15, 2006. If such an objection is
8 filed, the FTDF is authorized to pay the appropriate percentage of the amounts not in dispute.

9
10 6. The payment of interim fees and reimbursement of expenses sought in this
11 Application is on account and is not final. Upon the conclusion of these cases, SC will seek
12 fees and reimbursement of expenses incurred for the totality of the services rendered in these
13 cases. Any interim compensation approved by the Court and received by SC will be credited
14 against such final compensation as may be allowed by the Court.

15
16 7. Neither SC nor any member of SC's firm has any agreement or understanding
17 of any kind to divide, pay over or share any portion of the fees or expenses to be awarded to
18 SC with any other person or attorney except as between the professionals of SC's firm.¹

19
20 WHEREFORE, SC respectfully requests that the FTDF pay to Shea and Carlyon, Ltd.
21 interim compensation in the amount of \$43,553.13, as requested herein pursuant to and in
22 accordance with the terms of this Court's Administrative Order Establishing Procedures for
23
24
25
26

27
28 ¹ One of the firm's professionals, Dawn M. Cica, Esq., is affiliated with the firm on an "of Counsel" basis.

1 Interim Compensation and Reimbursement of Expenses of Professionals.

2 DATED this 25th day of September, 2006.

3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

SHEA & CARLYON, LTD.



JAMES PATRICK SHEA
CANDACE C. CARLYON, ESQ.
SHLOMO S. SHERMAN, ESQ.

Nevada Bar No. 009688
233 South Fourth Street, Second Floor
Las Vegas, NV 89101

EXHIBIT “1”

EXHIBIT "1" TO SECOND COVER SHEET
FEE APPLICATION OF SHEA & CARLYON, LTD.
SPECIAL (LOCAL) COUNSEL TO THE OFFICIAL
COMMITTEE OF EQUITY SECURITY HOLDERS OF
USA CAPITAL FIRST TRUST DEED FUND, LLC

Names of Professionals and Paraprofessionals	Hours Billed this Period	Rate	Total for Period¹
James Patrick Shea	10.94	\$425.00	\$4,649.50
Candace C. Carlyon	68.60	\$425.00	\$28,092.50
Shlomo S. Sherman	60.20	\$190.00	\$11,077.00
Jeffrey R. Hall	3.80	\$190	\$722.00
Dawn M. Cica	0.60	\$400.00	\$240.00
Paralegal	26.00	\$150.00	\$3,900.00
Legal Assistants	34.40	\$120.00	\$4,128.00

Total Hours (Including paraprofessional time) 204.54	Total Fees \$52,809.00	Blended Rate \$258.18
Total Hours (Excluding paraprofessional time) 144.14	Total Fees \$44,781.00	Blended Rate \$310.68

¹ In many instances, the amount billed is lower than the hours versus rate, due to "no charge" time.

EXHIBIT “2”

EXHIBIT "2" TO SECOND COVER SHEET
FEE APPLICATION OF SHEA & CARLYON, LTD.
SPECIAL (LOCAL) COUNSEL TO THE OFFICIAL
COMMITTEE OF EQUITY SECURITY HOLDERS OF
USA CAPITAL FIRST TRUST DEED FUND, LLC

EXPENSE	RATE	TOTAL
Copying	\$.10 per page or actual cost for outside copying service	\$684.50
Delivery	\$7.50 per delivery	\$127.50
Facsimile	\$1.00 per page for long distance transmission; \$.50 per page for receipt/local transmission	\$1.00
Telephone	Actual costs for long distance and/or teleconferencing services	\$54.95
Postage / FedEx	Actual costs	\$34.83
Pacer	Actual costs	\$93.44
Scanning	\$.10 per page	\$23.10
Transcription	Actual costs	\$135.30
Meals	Actual costs	\$151.31
TOTAL:		\$1,305.93

EXHIBIT “3”

Shea & Carlyon Ltd.

233 S. Fourth Street
Suite 200
Las Vegas, NV 89101

Ph:(702) 471-7432

Fax:(702) 471-7435

USA Mortgage, et al
Equity Security Committee

Sep 01, 2006

Attention: File #: 1500-1
Inv #: 19587

RE: Asset Analysis and Recovery

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Aug-01-06	Review Debtors' Response to LePome Request for Information	0.10	19.00	SSS
	Review electronic correspondence from Christine Pajak re inconsistency between Mesirow, Diversified, and scheduled amounts	0.10	19.00	SSS
Aug-02-06	Receipt and review of memo re recharacterization	0.50	212.50	JPS
Aug-07-06	Analysis of FTDF loan report by descending amount and descending maturity date	0.20	85.00	CCC
	Receipt and review of correspondence from Mr. Bartkowski re netting issue; prepare response thereto	0.10	42.50	CCC
	Prepare electronic correspondence to Ms. Pajak re correspondence with Mr. Bartkowski	0.10	15.00	P
	Review electronic correspondence from Ms. Moro re updates on appraisals, funding, and maturity dates	0.10	19.00	SSS
	Telephone call to Mr. Kvarda (left message) re compiling list of FTDF maturity dates (no charge per CCC)	0.10	0.00	SSS
	Preparation of spreadsheet listing maturity dates for FTDF loans; analysis of BySynergy loan	2.20	418.00	SSS
	Review electronic correspondence from Mr. Hermann re nature of BySynergy loan	0.10	19.00	SSS
	Review electronic correspondence from Mr. Kvarda re loan-by-loan breakdown of FTDF amounts in Debtors' collection accounts	0.20	38.00	SSS
Aug-08-06	Review loan/appraisal analysis forwarded by	0.40	170.00	CCC

Invoice #:	19587	Page	2
	Review electronic correspondence from Mr. Kvarda with updated appraisal report	0.20	38.00
	Review and compare debtor's analysis of Rio Rancho with loan documents	0.30	57.00
Aug-09-06	Receipt and review of Reconciliation from Mr. Kvarda	0.10	42.50
Aug-12-06	Review A&M Memo re meeting with Alvarez; loans likely to pay within ninety days	0.10	42.50
Aug-14-06	Review pleading binder re Motion to Obtain Information for August 16 Omnibus Hearing Date	0.10	19.00
	Review electronic correspondence (x2) from Mr. Kotter attaching loan review financial spreadsheet	0.20	38.00
	Review Debtors' loan review financial spreadsheet	0.10	19.00
Aug-15-06	Review analysis re prepetition receipts; Preparation of electronic correspondence to Mr. Kvarda re same	0.10	42.50
	Review August 15 loan summary analysis; notate FTDF loans that were made to related parties	0.20	38.00
Aug-16-06	Analysis of Allison's updated loan summary/valuation estimate	0.30	127.50
	Review recent communications, pleadings re distribution (preparation for court)	0.30	127.50
	Preparation of FTDF loan summary spreadsheet organized alphabetically, by maturity date, and by amount due FTDF	0.20	38.00
Aug-23-06	Review July loan analysis	0.20	85.00
Totals		<hr/> 6.60	<hr/> \$1,771.50
Total Fees, Disbursements			<hr/> \$1,771.50
Previous Balance			\$31,021.00
Previous Payments			\$0.00
Balance Due Now			<hr/> \$32,792.50

Invoice #: 19587

Page 3

JPS - James Patrick Shea
CCC - Candace C. Carlyon
SWM - Shawn Miller
DMC - Dawn M. Cica

SSS - Shlomo Sherman
JRH - Jeffrey R. Hall
LC - Law Clerk
P - Paralegal
LA - Legal Assistant

Shea & Carlyn Ltd.

233 S. Fourth Street
Suite 200
Las Vegas, NV 89101

Ph:(702) 471-7432

Fax:(702) 471-7435

USA Mortgage, et al
Equity Security Committee

Sep 01, 2006

Attention: File #: 1500-2
Inv #: 19592

RE: Asset Disposition/Executory Contracts

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Aug-01-06	Analysis of purchase offer/ bid issues/ executory contract concerns	1.90	807.50	JPS
	Receipt and review of joint committee response to purchase proposal	0.40	170.00	JPS
	Prepare description of Diversified disclosures for reply re distribution motion	0.70	297.50	CCC
	Review and revise reply re distribution motion	0.50	212.50	CCC
	Review electronic correspondence from Ms. Jarvis re meeting with potential acquirors	0.10	42.50	CCC
	Preparation of electronic correspondence to Christine Pajak attaching insert to Distribution Reply re Diversified for her review	0.10	15.00	P
	Review of Stipulation and Order between Debtor and S&J Enterprises re rejection of lease	0.20	38.00	SSS
	Complete citations and references to Diversified prospectus for Reply to Oppositions to Motion to Distribute excerpt	0.40	76.00	SSS
	Review and revise draft reply to oppositions to motion to distribute	1.90	361.00	SSS
	Review and download LePome Motion for Payment of Proceeds without Reduction for Netting	0.10	19.00	SSS
Aug-02-06	Exchange electronic correspondence with co-counsel re filing and service of Reply re Motion to Distribute Funds	0.10	42.50	CCC

Invoice #:	19592	Page	2
	Electronic filing of court pleadings - download and electronic filing of Omnibus Reply to the Responses and Oppositions filed Against the Debtors' Motion to Distribute Funds and to Grant Ordinary-Course Releases and Distribute Proceeds with the bankruptcy court	0.20	30.00
	Exchange electronic correspondence with Mr. Parlen re filing Reply to Oppositions to Motion to Distribute	0.10	19.00
	Telephone call with Mr. Parlen re filing Reply to Oppositions to Motion to Distribute	0.10	19.00
	Review FTDF's Reply to Oppositions to Motion to Distribute for filing	0.20	38.00
Aug-03-06	Electronic filing of court pleadings - Scan, download and electronic filing of Certificate of Service re Omnibus Reply to Responses and Objections to Debtors' Motion to Distribute Funds with the bankruptcy court	0.20	30.00
	Preparation of Certificate of Service re Omnibus Reply to Responses and Objections to Debtors' Motion to Distribute Funds	0.10	15.00
	Review electronic correspondence from Joanne Metcalf attaching Supplemental Certificate of Service for filing	0.10	15.00
	Electronic filing of court pleadings - Electronic download and filing of Supplemental Certificate of Service re Omnibus Reply to Responses and Objections re Motion to Distribute Funds with the bankruptcy court	0.20	30.00
Aug-04-06	Conference with committee and counsel re structure of proposed sale	0.50	212.50
	Review oppositions to FTD Committee's Reply in support of Debtors' Motion to Distribute	0.50	95.00
Aug-08-06	Review electronic correspondence between committee professionals re sale process and discussions	0.10	19.00
Aug-10-06	Review Debtor's Motion to Reject Personal Property Leases	0.10	19.00
Aug-12-06	Review of second purchase term sheet	0.20	85.00
Aug-14-06	Analysis of purchaser proposal	0.40	170.00
	Review electronic correspondence (numerous) re interim resolution of disbursement of prepetition receipts	0.10	42.50
	Review purchaser breakout analysis re FTDF loan portfolio	0.20	38.00
	Review and analysis of purchaser loan information and proposal	0.30	57.00

Invoice #:	19592	Page	3	
Aug-15-06	Exchange electronic correspondence with Mr. Kvarda; Mr. Merola; re meeting with prospective purchaser	0.10	42.50	CCC
	Review Alvarez analysis pertaining to certain loans	0.10	19.00	SSS
Aug-16-06	Telephone call with Ms. Pajak re opposition to Netting Motion	0.10	42.50	CCC
	Review/revise opposition to Netting motion	0.10	42.50	CCC
	Review electronic correspondence from Andrew Parlen attaching Opposition to Motion for Payment of Proceeds Without Reduction for Netting for filing	0.10	15.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Opposition to Motion for Payment of Proceeds of Notes without Reduction for Netting with the bankruptcy court	0.20	30.00	P
	Review electronic correspondence from Ms. Moro re calculating interest amounts for FTDF loans	0.10	19.00	SSS
	Telephone call with Mr. Parlen re filing FTD Committee response to Netting Motion	0.10	19.00	SSS
	Review FTD Committee Opposition to Netting Motion	0.10	19.00	SSS
Aug-17-06	Preparation of Certificate of Service re Opposition to Motion for Payment of Proceeds re Netting for filing	0.10	15.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Certificate of Service re Opposition to Motion for Payment of Proceeds re Netting with the bankruptcy court	0.20	30.00	P
Aug-18-06	Review electronic correspondence from Ms. Pajak re reserve	0.10	42.50	CCC
	Review electronic correspondence from other counsel re distribution order	0.10	42.50	CCC
	Download and review Kantor's Opposition to Motion for Payment of Proceeds without Reduction or Netting (original and amended)	0.20	38.00	SSS
	Download and review Kantor's Notice of Continued Objection to Motion to Distribute (original and amended)	0.20	38.00	SSS
Aug-21-06	Review electronic correspondence from Ms. Jarvis; Ms. Pajak; Alvarez; re proposed distributions; review chart re same	0.10	42.50	CCC
	Review and revise distribution motion; Preparation of electronic correspondence to STG re same	0.20	85.00	CCC

Invoice #:	19592	Page	4
	Review numerous emails and comments to distribution order	0.20	85.00
	Preparation of electronic correspondence to Mr. Schwartzer re service charge issue in distribution order	0.10	42.50
	Review electronic correspondence from Ms. Jarvis; Ms. Pajak; Mr. Charles; Mr. Levinson; Mr. Gordon; Mr. Landis; Mr. Kinas; Ms. Davis (approx. 12) re distribution order/continued hearing/continuing distributions	0.20	85.00
	Review Diversified Committee's Joinder in the FTDF and Debtors' Oppositions to Netting Motion	0.10	19.00
	Review Debtors' Opposition to Netting Motion	0.10	19.00
	Review Kantor's Notice of Continued Limited Objection to Debtors' Motion to Distribute	0.10	19.00
	Review Order Granting Distribution Motion and Denying Lift Stay Motions	0.10	19.00
	Review electronic correspondence between FTDF professionals re increased holdback set forth in order approving distribution motion	0.10	19.00
Aug-22-06	Analysis of additional purchase offer	0.20	85.00
Aug-23-06	Analysis of proposed continuing distribution protocol	0.30	127.50
	Review/provide comment re Mr. Charles' changes to proposed order re releases	0.10	42.50
	Telephone call with counsel for potential purchaser re FTDF Committee's position on possible sale; excluded assets; template for purchase offer; identity of counsel for other committees	0.40	170.00
	Review hearing notes and Preparation of electronic correspondence to Ms. Karasik re attorney needed to sign off on waiver of ten day stay for distribution	0.10	42.50
	Analysis of proposed template for purchase offer (LSAs only)	0.20	85.00
	Follow up with Ms. Dorsey; Mr. Mincin; re distribution order	0.20	85.00
	Review oppositions to Motion to Distribute; compile list of opposing parties who have not yet consented to waiver of the 10-day stay	0.30	57.00
Aug-24-06	Analysis of additional LSA offer	0.20	85.00
	Retrieve and download Brad & Dunstreet report on potential purchaser from Westlaw	0.40	60.00
			P

Invoice #:	19592	Page	5	
	Prepare electronic correspondence to FTDF committee members and professionals re Dunn & Bradstreet report	0.10	15.00	P
Aug-25-06	Conference with committee and professionals re asset sales and plan issues	1.90	807.50	JPS
	Analysis of revised term sheet ; exchange electronic correspondence with Ms. Karasik re same	0.20	85.00	CCC
	Review Order Granting Distribution Motion	0.10	19.00	SSS
	Review UCC's Notice of Continuing Objection to Motion for Payment of Proceeds without Netting	0.20	38.00	SSS
Aug-28-06	Review LePome Omnibus Reply to Oppositions to Netting Motion	0.20	38.00	SSS
Aug-29-06	Review comparison term sheet re two sales offers	0.20	85.00	CCC
Aug-30-06	Review/approve order re releases	0.10	42.50	CCC
	Review of various sale analyses	0.80	340.00	CCC
	Review of pleadings re motion to approve interim distributions; motion to distribute without netting	1.50	637.50	CCC
	Review numerous emails re order on ordinary course releases	0.20	85.00	CCC
	Analysis of counter offers re potential purchase	0.50	212.50	CCC
	Review electronic correspondence from Ms. Pajak re interim distribution protocol; review revised language	0.10	42.50	CCC
	Review electronic correspondence from Ms. Freeman with additional changes re interim distribution protocol	0.10	42.50	CCC
	Review electronic correspondence from Ms. Pajak re interim distribution language	0.10	42.50	CCC
	Review electronic correspondence from Ms. Freeman re interim distribution; charges	0.10	42.50	CCC
	Review correspondence from debtors re modifications to motion to distribute	0.20	38.00	SSS
	Review and download Highland Capital's Opposition to Debtors' Modified Motion to Distribute Funds	0.20	38.00	SSS
Aug-31-06	Analysis of revised purchase offer	0.50	212.50	CCC
Totals		22.90	\$7,608.00	

Invoice #: 19592

Page

6

Total Fees, Disbursements	\$7,608.00
Previous Balance	\$2,347.50
Previous Payments	\$0.00
Balance Due Now	\$9,955.50

JPS - James Patrick Shea
CCC - Candace C. Carlyon
SWM - Shawn Miller
DMC - Dawn M. Cica

SSS - Shlomo Sherman
JRH - Jeffrey R. Hall
LC - Law Clerk
P - Paralegal
LA - Legal Assistant

Shea & Carlyon Ltd.

233 S. Fourth Street

Suite 200

Las Vegas, NV 89101

Ph:(702) 471-7432

Fax:(702) 471-7435

USA Mortgage, et al
Equity Security Committee

Sep 01, 2006

Attention:

File #: 1500-4
Inv #: 19593

RE: Case Administration

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Aug-01-06	Telephone call with Ms. Karasic re status of purchase offers; plan term sheet; reply re distribution motion; financing issues (existing loans); Friday committee meeting; Monday Debtor meeting Organize and index pleadings for hearings on 8/4/06	0.40	170.00	CCC
Aug-02-06	Organize and index pleadings for hearings on 8/4/2006 Review and update binders for August 4, 2006 omnibus hearings	0.50	60.00	LA
Aug-03-06	Review balance of pleadings in preparation for 8/4/2006 omnibus hearings Organize and update interested parties Key Documents binders to include memoranda of summaries of Debtors' statements and schedules and indices Update, Organize, and index pleadings for hearing on 8/4/06	0.20	85.00	CCC
Aug-04-06	Meeting with co-counsel; debtors' counsel; committee counsel; re omnibus hearings Attend omnibus hearings, including distribution motion Meeting with Mr. Merola, Ms. Pajak, Mr. Kvarda, Ms Moro, following omnibus hearings (no charge per CCC) Update, Organize and index pleadings for hearings on 8/4/06	3.00	360.00	LA
		1.00	425.00	CCC
		4.60	1,955.00	CCC
		0.80	0.00	CCC
		0.50	60.00	LA

Invoice #:	19593	Page	2	
	Review electronic filing procedures and order establishing case management procedures re 3-day mailing time for ECF-served documents	0.30	57.00	SSS
Aug-07-06	Review memo re upcoming dates, deadlines	0.10	42.50	CCC
	Update/revise memo re MOR's	0.20	85.00	CCC
Aug-08-06	Telephone call with Ms. Pajak re memo to all committees on sale process follow up, today's meeting, plan term sheet from Mr. Gordon; hearing on funding motion; employment order (and handling orders generally)	0.20	85.00	CCC
	Review Order re Imposition of Sanctions on Law Office of Richard McKnight for failure to timely courtesy copy	0.10	19.00	SSS
	Electronic correspondence to FTD professionals attaching RJ article re professional fees, and Order Imposing Sanctions (no charge per CCC)	0.20	0.00	SSS
	Electronic correspondence to Ms. Werkheiser re use of investor information sheet prepared by Shea & Carlyon for Judge Riegles form letter response to unsolicited investor communications	0.20	38.00	SSS
Aug-10-06	Prepare electronic correspondence to committee and professionals re summary of June 2006 monthly operating reports	0.10	15.00	P
	Telephone call with Mr. Parlen re transcript of August 4, 2006 omnibus hearings	0.10	19.00	SSS
Aug-14-06	Telephone call with Mr. Parlen re Debtors' professionals fee allocation; October Omnibus hearing dates	0.10	19.00	SSS
	Review hearing notices for August 16 hearings re time of hearings	0.20	38.00	SSS
Aug-15-06	Receipt and review of memo re status report	0.20	85.00	JPS
	Telephone call with Mr. Merola re handling omnibus hearings; valuation issues; meetings with prospective purchasers	0.30	127.50	CCC
	Organize and index pleadings for hearing on 8/16/06	7.50	900.00	LA
	Review Status and Agenda for August 16 omnibus hearing date; review UCC Response to Netting Motion	0.30	57.00	SSS
	Review pleading binders for August 16 omnibus hearing date	0.50	95.00	SSS
Aug-16-06	Conference with clients and co counsel re case status/ sales status	0.90	382.50	JPS
	Conference with Mr. Merola re hearings; plan; valuation issues	0.40	170.00	CCC

Invoice #:	19593	Page	3	
	Attendance at court re omnibus hearings	1.70	722.50	CCC
	Prepare memo to clients, FTDF professionals, re summary of omnibus hearings	0.50	212.50	CCC
	Update list of committee members; update Key Documents binder re the same	0.20	38.00	SSS
	Review correspondence from Ms. Carlyon summarizing disposition of matters heard at August 16 hearings (no charge per CCC)	0.10	0.00	SSS
Aug-17-06	Review and revise administrative procedures order	0.30	127.50	CCC
Aug-18-06	Organize and index pleadings for hearings on 8/31/2006	4.00	480.00	LA
	Retrieve portion of May 5, 2006 hearing transcript setting 3-day opposition time for OST motions	0.20	38.00	SSS
	Electronic correspondence to Mr. Schwartzer suggesting revision to second amended case management procedures order reflecting 3-day deadline for oppositions to OST	0.20	38.00	SSS
Aug-21-06	Receipt and review of omnibus hearing notices	0.20	85.00	JPS
	Organize and index pleadings for hearings on 8/31/2006	1.50	180.00	LA
Aug-22-06	Review and approve revised administrative procedures order; Exchange electronic correspondence with Ms. Pajak; Debtor, re same	0.20	85.00	CCC
	Review and summarize MOR's for July	0.60	255.00	CCC
	Revise memo re July MOR's	0.30	127.50	CCC
	Exchange electronic correspondence with Ms. Karasik re staffing on weekly calls; orders (no charge per CCC)	0.10	0.00	CCC
	Exchange electronic correspondence with Ms. Karasik re MOR analysis (work performed on 8/22 and 8/23)	0.10	42.50	CCC
	Review Debtors' Monthly Operating Reports for July, 2006	0.40	76.00	SSS
	Review Master Service List for Limited Notice #4	0.10	19.00	SSS
Aug-23-06	Prepare electronic correspondence to committee and professionals re memo summarizing July 2006 monthly operating reports	0.10	15.00	P
Aug-28-06	Update,Organize and index pleadings for hearings on 8/31/06	2.00	240.00	LA

Invoice #:	19593	Page	4
	Review hearing binders for August 31 Omnibus Hearing Date	0.30	57.00
Aug-30-06	Update, Organize and index pleadings for hearings on 8/31/06	7.00	840.00
	Review and organize hearing binders for the August 31 2006 Omnibus Hearing Date	1.00	190.00
Aug-31-06	Conference with Ms. Karasik re hearings; exclusivity progress; letter to investors re possible UCC litigation; plan and sale status; fee apps (filing, notice and service)	0.80	340.00
	Attendance at court re omnibus hearings (including conference with Ms. Davis re residual issues on lift stay (.1); conference with Ms. Cunningham to confirm no objection to payment of FTDF (.1); conference with Mr. Farrow re exclusivity; claims objections (.1); conference with investor re management fee (.2)	2.20	935.00
	Organize and index USA documents, correspondence, and pleadings	6.00	720.00
	Review ECF rules re size of .pdf documents (no charge per CCC)	0.20	38.00
<hr/>			
	Totals	56.10	\$11,688.00

Total Fees, Disbursements \$11,688.00

Previous Balance \$55,758.75
 Previous Payments \$0.00

Balance Due Now \$67,446.75

JPS - James Patrick Shea
 CCC - Candace C. Carlyon
 SWM - Shawn Miller
 DMC - Dawn M. Cica

SSS - Shlomo Sherman
 JRH - Jeffrey R. Hall
 LC - Law Clerk
 P - Paralegal
 LA - Legal Assistant

Shea & Carlyon Ltd.
 233 S. Fourth Street
 Suite 200
 Las Vegas, NV 89101

Ph:(702) 471-7432

Fax:(702) 471-7435

USA Mortgage, et al
 Equity Security Committee

Sep 01, 2006

Attention: File #: 1500-5
 Inv #: 19594

RE: Claims Administration and Objections

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Aug-01-06	Review electronic correspondence from Andrew Parlen re Omnibus Objections to Claims for electronic filing	0.10	15.00	P
	Electronic filing of court pleadings - Download and electronic filing of Omnibus Objection to Misfiled Claims with the bankruptcy court	0.20	30.00	P
	Electronic filing of court pleadings - Download and electronic filing of Notice of Hearing on Omnibus Objection re Misfiled Claims with the bankruptcy court	0.20	30.00	P
	Electronic filing of court pleadings - Download and electronic filing of Omnibus Objection re Prepetition Equity Security Interest Claims with the bankruptcy court	0.20	30.00	P
	Electronic filing of court pleadings - Download and electronic filing of Notice of Hearing on Omnibus Objection to Prepetition Equity Security Interest Claims with the bankruptcy court	0.20	30.00	P
	Electronic filing of court pleadings - Download and electronic filing of Objection to Highland Capital Claims with the bankruptcy court	0.20	30.00	P
	Electronic filing of court pleadings - Download and electronic filing of Notice of Hearing on Objection to Highland Capital Claims with the bankruptcy court	0.20	30.00	P
	Review claims objections and notices for filing	0.30	57.00	SSS

Invoice #:	19594	Page	2	
	Review of Highland \$20,200,000 claim; complaint for tortious interference	0.20	38.00	SSS
Aug-02-06	Preparation of Certificate of Service re: Omnibus Objection to Claims and Notice of Hearing re Misfiled Claims	0.10	15.00	P
	Preparation of Certificate of Service re: Omnibus Objection to Claims and Notice of Hearing re: Prepetition Equity Security Interest Claims	0.10	15.00	P
	Preparation of Certificate of Service re Objection to Claim and Notice of Hearing re Highland Capital Claim	0.10	15.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Certificate of Service re Omnibus Objection and Notice of Hearing re Misfiled Claims with the bankruptcy court	0.20	30.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Certificate of Service re Omnibus Objection and Notice of Hearing re Prepetition Equity Security Interest Claims with the bankruptcy court	0.20	30.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Certificate of Service re Objection and Notice of Hearing re Highland Capital Claim with the bankruptcy court	0.20	30.00	P
	Electronic filing of court pleadings - Download and electronically file Supplemental Certification re Omnibus Objection re Misfiled Claims with the bankruptcy court	0.20	30.00	P
	Electronic filing of court pleadings - Download and electronically file Supplemental Certification re Notice of Hearing re Omnibus Objection re Misfiled Claims with the bankruptcy court	0.20	30.00	P
	Electronic filing of court pleadings - Download and electronically file Supplemental Certification re Omnibus Objection re Prepetition Equity Security Interest Claims with the bankruptcy court	0.20	30.00	P
	Electronic filing of court pleadings - Download and electronically file Supplemental Certification re Notice of Hearing re Omnibus Objection re Prepetition Equity Security Interest Claims with the bankruptcy court	0.20	30.00	P
	Electronic filing of court pleadings - Download and electronically file Supplemental Certification re Objection re Highland Capital Claim with the bankruptcy court	0.20	30.00	P

Invoice #:	19594	Page	3	
	Electronic filing of court pleadings - Download and electronically file Supplemental Certification re Notice of Hearing re Objection re Highland Capital Claim with the bankruptcy court	0.20	30.00	P
	Review supplemental proofs of service from Ms. Metcalf for claims objections	0.10	19.00	SSS
Aug-21-06	Calendar deadline for responses to claims objections scheduled to be heard on August 31 omnibus hearing date	0.10	19.00	SSS
Aug-23-06	Electronic filing of court pleadings - scan, download and electronic lodging of Stipulation and Order to continue hearing on Objection to Claim of Highland Capital with the bankruptcy court	0.20	30.00	P
	Telephone call with Ms. Pajak re stipulation with Ms. Cunningham to continue hearing on claim objection	0.10	19.00	SSS
	Review stipulation with Ms. Cunningham to continue hearing on claim objection for filing	0.10	19.00	SSS
	Review final Stipulation and Order to continue hearing on claims objection; lodge order	0.20	38.00	SSS
Aug-28-06	Review hearing binders re August 31 claims objections	0.30	57.00	SSS
Aug-29-06	Receipt and review of entered Stipulation and Order continuing hearing on objection of proof of claim of Highland Capital from bankruptcy court	0.10	15.00	P
	Preparation of Notice of Entry of Stipulation and Order continuing hearing on objection of proof of claim of Highland Capital; forward to attorney for review and signature	0.10	15.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing of Notice of Entry of Stipulation and Order re Continued Hearing on Objection to Highland Capital claim with the bankruptcy court	0.20	30.00	P
	Preparation of Certificate of Service re Notice of Entry of Stipulation and Order	0.10	15.00	P
	Electronic filing of court pleadings - Scan, download and electronic filing re Certificate of Service re Notice of Entry of Stipulation and Order re Continued Hearing with the bankruptcy court	0.20	30.00	P
	Telephone call with Ms. Metcalf re revision to Supplemental Certificate of Service of Stipulation and Order	0.10	15.00	P
	Review electronic correspondence from Ms. Metcalf attaching review Certificate of Service re Stipulation and Order for filing	0.10	15.00	P

Invoice #:	19594	Page	4	
	Electronic filing of court pleadings - Scan, download and electronic filing of Certificate of Service re Stipulation and Order continuing hearing on objection to proof of claim of Highland Capital with the bankruptcy court	0.20	30.00	P
Aug-30-06	Exchange electronic correspondence with Ms. Karasik re handling claims objections	0.10	42.50	CCC
	Review claims objections files in preparation for hearing	0.40	170.00	CCC
	Review and notate service of objection to proofs of claim for August 31 hearing	0.50	95.00	SSS
	Preparation of proposed orders sustaining FTDF Committee's claims objections	0.50	95.00	SSS
Aug-31-06	Preparation of draft instructions for filing proof of claim and proof of interest	1.30	552.50	CCC
	Electronic filing of court pleadings - conversion to electronic format, download and electronically upload order re objection to claims (Cowan, Deller, Falvai, Moon, Quinn & Van Ert)	0.20	30.00	P
	Electronic filing of court pleadings - conversion to electronic format, download and electronically upload order re objection to claims (Carnicelli, Grgurich, Moon, Polanco, Rocco, Valli, Van Ert & Weber)	0.20	30.00	P
	Review and revise proposed orders sustaining objections to misfiled and equity claims	0.50	95.00	SSS
	Electronic correspondence to Mr. Landis attaching proposed orders for approval	0.10	19.00	SSS
<hr/>				
	Totals	9.90	\$2,100.00	

Total Fees, Disbursements	\$2,100.00
----------------------------------	-------------------

Previous Balance	\$1,057.00
Previous Payments	\$0.00

Balance Due Now	\$3,157.00
------------------------	-------------------

JPS - James Patrick Shea
 CCC - Candace C. Carlyon
 SWM - Shawn Miller
 DMC - Dawn M. Cica

SSS - Shlomo Sherman
 JRH - Jeffrey R. Hall
 LC - Law Clerk
 P - Paralegal
 LA - Legal Assistant

Shea & Carlyon Ltd.
 233 S. Fourth Street
 Suite 200
 Las Vegas, NV 89101

Ph:(702) 471-7432

Fax:(702) 471-7435

USA Mortgage, et al
 Equity Security Committee

Sep 01, 2006

Attention:

File #: 1500-07(a)
 Inv #: 19595

RE: ~~Employment/Professional Fees/Employment Applications~~

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Aug-08-06	Prepare electronic correspondence to Ms. Karasik, Ms. Pajak and Mr. Kvarda re task allocation memo	0.10	15.00	P
Aug-09-06	Review electronic correspondence from various parties re submission of fee statements	0.10	42.50	JPS
Aug-10-06	Exchange electronic correspondence with various counsel re submission or redacted fee statements Prepare electronic correspondence to all committee professionals re monthly cover sheet fee statements	0.20	85.00	JPS
Aug-16-06	Prepare and Circulate list of major matters and proper billing categories	0.30	57.00	SSS
Aug-22-06	Review electronic correspondence from Mr. Charles re fee orders	0.10	42.50	JPS
Aug-23-06	Exchange electronic correspondence with various parties re circulation of fee statements	0.30	127.50	JPS
Aug-25-06	Conference with Mr. Merola/ various emails re monthly fee statements	0.02	8.50	JPS
	Totals	1.22	\$393.00	

Invoice #: 19595

Page

2

Total Fees, Disbursements	\$393.00
Previous Balance	\$0.00
Previous Payments	\$0.00
 Balance Due Now	 \$393.00

JPS - James Patrick Shea
CCC - Candace C. Carlyon
SWM - Shawn Miller
DMC - Dawn M. Cica

SSS - Shlomo Sherman
JRH - Jeffrey R. Hall
LC - Law Clerk
P - Paralegal
LA - Legal Assistant